

EXHIBIT 6

TERM SHEET
for
Compensation of Lanny Young

1. Within thirty (30) days after Chemical Waste Management, Inc. ("Chemical Waste Management"), receives a satisfactory opinion letter from the State Department of Revenue, or receives other sufficient proof that the tax on decharacterized waste and certain PCBs will be reduced to \$21.00 per ton or less, Young will be paid \$500,000.00.
2. In addition to the fee described in paragraph 1, Young would receive thirty percent (30%) of the increase in total income before interest and depreciation (and before payment of the compensation described herein) for the Chemical Waste Management Emelle facility ("Increase in EBID") calculated in accordance with GAAP accounting practices for a term of five (5) years from the effective date of the tax change. The Increase in EBID will be calculated by deducting the EBID for the year consisting of the twelve full months prior to the month in which the tax change becomes effective from the EBID for the year for which compensation is being paid. This compensation would be subject to a cap of \$2.0 million and the fee described in paragraph 1 would be credited against the cap until it is exceeded by the thirty percent (30%) portion of the fee. For example, if 30% of the Increase in EBID is \$600,000 in the first year of the Agreement, Young will receive an additional \$100,000 fee, and there will remain \$1.4 million of future potential payments. Should the calculated compensation to Young exceed the cap during the five (5) year term, the parties shall negotiate in good faith to assess whether the Increase in EBID (that resulting in calculated compensation to Young in excess of \$2 million) was due primarily to the tax break referenced in paragraph 1 hereof or due primarily to another reason and, therefore, whether Young is entitled to any additional compensation over and above the cap.
3. The compensation will be paid to Young annually, within sixty (60) days after the end of each year of compensation. Young will have a right to review the documents upon which the compensation calculations were based.
4. All payments to Young shall be made through the trust account of Walston, Wells, Anderson & Bains, LLP.

CHEMICAL WASTE MANAGEMENT, INC.

Date: 6/29/95

By



Its

Vice President

**GOVERNMENT
EXHIBIT**

CASE
NO.

EXHIBIT
NO.

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